

Exhibit A



AMPER, POLITZINER & MATTIA P.A.
CERTIFIED PUBLIC ACCOUNTANTS
and CONSULTANTS

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Independent Auditors' Report

Board of Directors
PITTRA G. B. International, Inc.

We have audited the accompanying balance sheet of PITTRA G. B. International, Inc. as of September 30, 2002, and the related statements of income and retained earnings, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of PITTRA G. B. International, Inc. as of September 30, 2002, and the results of its operations and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Amper, Politziner & Mattia P.A.

AMPER, POLITZINER & MATTIA P.A.

December 12, 2002
Wall, New Jersey

MEMBERS OF AICPA DIVISION FOR CPA FIRMS - SEC AND PRIVATE COMPANIES PRACTICE SECTIONS

EXHIBIT A

FROM PITTRA G.B. Intl 973 660 1070

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PITTRA G. B. INTERNATIONAL, INC.

Balance Sheet

September 30, 2002

Assets

Current assets:	
Cash	\$204,372
Accounts receivable:	
Direct sales	\$3,581,348
Indirect sales	1,612,408
Other accounts receivable	<u>327,042</u>
Total accounts receivable	5,590,798
Inventory	1,418,283
Income paid in advance	325,280
Prepaid expenses and other current assets	<u>103,963</u>
	\$7,642,696
Furniture and equipment	41,443
Goodwill	<u>500,000</u>
	<u>\$8,184,139</u>

Liabilities and Stockholders' Equity

Current liabilities:	
Asset based loan payable	\$1,625,384
Accounts payable	3,739,297
Accrued expenses	<u>813,132</u>
Total current liabilities	6,177,813
Subordinated debt payable	<u>542,748</u>
Total liabilities	6,720,561
Stockholders' equity	
Common stock, no par value	
100 shares authorized, issued and outstanding	15,000
Additional paid-in capital	1,239,185
Retained earnings	<u>209,393</u>
	<u>1,463,578</u>
	<u>\$8,184,139</u>

See accompanying notes to financial statements

G. B. INTERNATIONAL, INC.
Statements of Income and Retained Earnings
For the Year Ended September 30, 2002

Sales:		
Direct	\$32,476,401	
Commissionable	<u>15,387,208</u>	
		\$47,863,609
Cost of sales		
Direct	30,647,557	
Commissionable	<u>14,654,284</u>	
		<u>45,301,841</u>
Gross profit		2,561,768
Selling, general and administrative expenses		<u>2,028,220</u>
Income from operations		<u>533,548</u>
Other expense		
Interest expense		132,408
Financing commissions		<u>63,247</u>
Total		<u>195,655</u>
Income before provision for income taxes		337,893
Provision for income taxes		<u>128,500</u>
Net income		209,393
Retained earnings - beginning		<u>0</u>
Retained earnings - ending		<u>\$209,393</u>

See accompanying notes to financial statements

PITTRA G. B. INTERNATIONAL, INC.
Statement of Cash Flows
For the Year Ended September 30, 2002

Cash flows from operating activities:	
Net income	<u>\$209,393</u>
Adjustments to reconcile net income to net cash from operating activities	
Depreciation and amortization	822,488
(Increase) in:	
Accounts receivable	(5,590,798)
Inventory	(1,418,283)
Income paid in advance	(325,280)
Prepaid expenses and other current assets	(103,963)
Increase in:	
Accounts payable	3,739,297
Accrued expenses	<u>813,132</u>
Total adjustments	<u>(2,876,539)</u>
Cash flow (used in) operations	<u>(2,667,146)</u>
Cash flows from investing activities:	
Acquisition of furniture and equipment	(50,799)
Goodwill paid in connection with acquisition	<u>(500,000)</u>
Cash flows provided by (used in) investing activities:	<u>(550,799)</u>
Cash flows from financing activities:	
Net increase in asset based loans payable	1,625,384
Proceeds from subordinated debt	542,748
Proceeds from sale of common stock	<u>1,254,185</u>
Cash flows provided by (used in) financing activities	<u>3,422,317</u>
Net change in cash	204,372
Cash - beginning	<u>0</u>
Cash - ending	<u>\$204,372</u>
Supplemental disclosures of cash paid:	
Interest	<u>\$124,787</u>

See accompanying notes to financial statements

PITTRA G. B. INTERNATIONAL, INC.
Notes to Financial Statements

Note 1 Organization

The company was incorporated in October 2001 to acquire the net assets of G.B. International, Inc. and simultaneously acquire accounts receivable, inventory and the goodwill of the PITTRA division of Camerican International, Inc.

In connection with the acquisitions, the amounts paid in excess of the net book value have been recorded as goodwill.

Note 2 Summary of significant accounting policies

Operations

PITTRA G.B. International, Inc. (the "Company") is primarily an importer and distributor of fruit juice concentrates. The company imports the concentrates primarily from countries in Europe, Asia, Africa, and South America. Distribution of the concentrates is principally to companies located throughout the United States. Credit is granted to substantially all customers, the majority of whom are in the juice industry.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

Revenue is recognized upon shipment to customers.

PITTRA G. B. INTERNATIONAL, INC.
 Notes to Financial Statements

Note 2 Inventory

Inventory, consisting primarily of fruit juice concentrates, is stated at the lower or cost (determined on a specific identity basis) or market.

Furniture and Equipment

Furniture and equipment are stated at cost, less accumulated depreciation. Depreciation is provided over the estimated useful lives of the assets as follows:

Equipment	Declining balance	5 year estimated useful life
Furniture	Declining balance	5 -10 year estimated useful life

Note 3 Concentration of Cash Balances

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and equivalents.

Note 4 Prepaid Expense and Other Current Assets

Prepaid insurance	\$84,673
Prepaid - miscellaneous	<u>29,390</u>
Total	<u>\$103,963</u>

PITTRA G. B. INTERNATIONAL, INC.

Notes to Financial Statements

Note 5 Furniture and equipment

Equipment	\$42,049
Furniture	<u>8,750</u>
Total	50,799
Accumulated depreciation	<u>9,356</u>
Net furniture and equipment	<u>\$41,443</u>

Note 6 Asset Based Loan

The Company has entered into a financing agreement with an asset based lender. The agreement allows the Company to borrow up to 80% of the Company's eligible receivables, not to exceed \$4 million.

The financing commission consists of 0.50% of the sales which have been financed. Outstanding loan balances bear interest at a rate of 2.50% plus the prime rate. The loan is collateralized by substantially all the assets of the Company and is personally guaranteed by the stockholders.

The prime rates at September 30, 2002 was 5.00%.

PITTRA G. B. INTERNATIONAL, INC.
Notes to Financial Statements

Note 7 Operating leases

The Company is leasing office space in New Jersey from a stockholder at a monthly rate of approximately \$5,400. The lease is a month to month lease. Rent expense recorded in connection with the stockholder lease was \$65,200 for the year ended September 30, 2002.

The Company leases warehouse space for inventory storage on a month-to-month basis. Monthly payments on the current lease are approximately \$1,100.

Total office and warehouse rental expenses, including utilities, for the year ended September 30, 2002 was approximately \$80,500.

The Company has other operating leases for transportation vehicles and office equipment. The lease expenses in connection with these operating leases were approximately \$47,600 for the year ended September 30, 2001. These leases expire at various times through December 2003.

Note 8 Income Taxes

The provision for income taxes differs from the amount expected using statutory rates because of permanent differences (officers's life insurance, entertainment expenses, etc.), state taxes, and other timing differences.

Note 9 Commitments

As of September 20, 2002 the Company had no open letters of credit.

Exhibit B



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Independent Auditors' Report

Board of Directors
PITTRA G. B. International, Inc.

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We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of PITTRA G. B. International, Inc. as of September 30, 2003 and 2002, and the results of its operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Amper, Politziner & Mattia P.A.

AMPER, POLITZINER & MATTIA P.A.

December 17, 2003
Wall, New Jersey

MEMBERS OF AICPA DIVISION FOR CPA FIRMS - SEC AND PRIVATE COMPANIES PRACTICE SECTIONS

EXHIBIT B

PITTRA G. B. INTERNATIONAL, INC.

Balance Sheet

September 30, 2003 and 2002

	<u>2003</u>	<u>2002</u>
Current assets:		
Cash	\$24,237	\$204,372
Accounts receivable		
Direct sales	4,595,298	3,581,348
Indirect sales	836,096	1,612,408
Other accounts receivable	350,748	397,042
Inventory	491,763	1,418,283
Prepaid income	47,284	325,280
Prepaid expenses	<u>27,636</u>	<u>103,963</u>
Total current assets	6,373,062	7,642,696
Equipment	56,843	41,443
Goodwill	<u>500,000</u>	<u>500,000</u>
Total assets	<u>\$6,929,905</u>	<u>\$8,184,139</u>
Current liabilities:		
Credit line payable	\$2,736,327	\$1,625,384
Accounts payable	1,298,683	3,739,297
Accrued expenses	<u>576,045</u>	<u>813,132</u>
Total current liabilities	4,611,055	6,177,813
Subordinated loans	<u>542,748</u>	<u>542,748</u>
Total liabilities	<u>5,153,803</u>	<u>6,720,561</u>
Stockholder equity		
Capital stock	15,000	15,000
Additional paid in capital	1,539,185	1,239,185
	<u>221,917</u>	<u>209,393</u>
Total stockholder equity	1,776,102	1,463,578
Total liabilities and equity	<u>\$6,929,905</u>	<u>\$8,184,139</u>

PITTRA G. B. INTERNATIONAL, INC.
Statements of Income and Retained Earnings
For the Years Ended September 30, 2003 and 2002

	<u>2003</u>	<u>2002</u>
Sales		
Direct	\$32,154,064	\$32,476,401
Brokered	<u>11,793,765</u>	<u>15,387,208</u>
Total sales	<u>43,947,829</u>	<u>47,863,609</u>
Cost of sales		
Direct	29,911,183	30,647,557
Brokered	<u>11,218,760</u>	<u>14,654,284</u>
Total cost of sales	<u>41,129,943</u>	<u>45,301,841</u>
Operating income	2,817,886	2,561,768
Selling, general, and administrative expenses	<u>2,803,015</u>	<u>2,223,875</u>
Income before provision for taxes	14,871	337,893
Provision for taxes on income	<u>2,347</u>	<u>128,500</u>
Net income	12,524	209,393
Retained earnings - beginning	<u>209,393</u>	0
Retained earnings - ending	<u>\$221,917</u>	<u>\$209,393</u>

PITTRA G. B. INTERNATIONAL, INC.
Statement of Cash Flows
For the Years Ended September 30, 2003 and 2002

	<u>2003</u>	<u>2002</u>
Cash flows from operating activities:		
Net income	<u>\$12,524</u>	<u>\$209,393</u>
Adjustments to reconcile net income to net cash from operating activities		
Depreciation and amortization	287,956	822,488
Decrease (Increase) in:		
Accounts receivable	(191,344)	(5,590,798)
Inventory	926,520	(1,418,283)
Income paid in advance		(325,280)
Prepaid expenses and other current assets	76,327	(103,963)
Increase (decrease) in:		
Accounts payable	(2,440,614)	3,739,297
Accrued expenses	<u>(237,087)</u>	<u>813,132</u>
Total adjustments	<u>(1,578,242)</u>	<u>(2,876,539)</u>
Cash flow (used in) operations	<u>(1,565,718)</u>	<u>(2,667,146)</u>
Cash flows from investing activities:		
Acquisition of furniture and equipment	(25,360)	(50,799)
Goodwill paid in connection with acquisition	0	<u>(500,000)</u>
Cash flows (used in) investing activities	<u>(25,360)</u>	<u>(550,799)</u>
Cash flows from financing activities:		
Net increase in credit lines payable	1,110,943	1,625,384
Proceeds from subordinated loans	0	542,748
Contributions to additional paid in capital	300,000	1,239,185
Proceeds from sale of common stock	<u>0</u>	<u>15,000</u>
Cash flows provided by financing activities	<u>1,410,943</u>	<u>3,422,317</u>
Net change in cash	(180,135)	204,372
Cash - beginning	<u>204,372</u>	<u>0</u>
Cash - ending	<u>\$24,237</u>	<u>\$204,372</u>
Supplemental disclosures of cash paid:		
Interest	<u>\$136,879</u>	<u>\$124,787</u>

PITTRA G. B. INTERNATIONAL, INC.
Notes to Financial Statements

Note 1 Organization

The company was incorporated in October 2001 to acquire the net assets of G.B. International, Inc. and simultaneously acquire accounts receivable, inventory and the goodwill of the PITTRA division of Camerican International, Inc.

In connection with the acquisitions, the amounts paid in excess of the net book value have been recorded as goodwill.

Note 2 Summary of significant accounting policies

Operations

PITTRA G.B. International, Inc. (the "Company") is an importer and distributor of fruit juice concentrates. The company imports the concentrates from countries in Europe, Asia, Africa, and South America. Distribution of the concentrates is principally to companies located throughout the United States. Credit is granted to substantially all customers, the majority of whom are in the juice industry.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

Revenue is recognized upon shipment to customers.

PITTRA G. B. INTERNATIONAL, INC.

Notes to Financial Statements

Note 2 Inventory

Inventory, consisting primarily of fruit juice concentrates, is stated at the lower or cost (determined on a specific identity basis) or market.

Furniture and Equipment

Furniture and equipment are stated at cost, less accumulated depreciation. Depreciation is provided over the estimated useful lives of the assets as follows:

Equipment	Declining balance	5 year estimated useful life
Furniture	Declining balance	5 -10 year estimated useful life

Note 3 Concentration of Cash Balances

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and equivalents.

Note 4 Prepaid Expense and Other Current Assets

	<u>2003</u>	<u>2002</u>
Prepaid insurance	\$21,186	\$84,673
Prepaid miscellaneous	<u>5,450</u>	<u>29,390</u>
Total	<u>\$27,636</u>	<u>\$103,963</u>

PITTRA G. B. INTERNATIONAL, INC.
Notes to Financial Statements

Note 5 Furniture and equipment

	2003	2002
Equipment	\$67,409	\$42,049
Furniture	<u>8,750</u>	<u>8,750</u>
Total	76,159	50,799
Accumulated depreciation	<u>19,316</u>	<u>9,356</u>
Net furniture and equipment	<u>\$56,843</u>	<u>\$41,443</u>

Note 6 Credit line payable

On November 27, 2002, the Company entered into a credit line facility with an initial credit line in the initial amount of \$2,250,000, and subsequently increased to \$2,750,000. Borrowings on the credit line are based on 80% of the eligible accounts receivable.

The credit line bears interest at the London Interbank Offering Rate (LIBOR) plus 3.15%. The initial term of the credit facility is one year. The credit facility is secured by all assets of the Company and is personally guaranteed by the stockholders of the Company.

~~The above credit line facility replaced a previous facility.~~

Note 7 Operating leases

The Company is leasing office space in New Jersey from a stockholder at a monthly rate of approximately \$5,400. The lease is a month to month lease. Rent expense recorded in connection with the stockholder lease was \$65,200 for the year ended September 30, 2003.

The Company has other operating leases for transportation vehicles and office equipment. The lease expenses in connection with these operating leases were approximately \$52,000 for the year ended September 30, 2003. These leases expire at various times through June 2005.

PITTRA G. B. INTERNATIONAL, INC.

Notes to Financial Statements

Note 8 Income Taxes

The provision for income taxes differs from the amount expected using statutory rates because of permanent differences (officers's life insurance, entertainment expenses, etc.), state taxes, and other timing differences.

Note 9 Commitments

As of September 20, 2003 the Company had no open letters of credit.

Note 10 Retirement Plan

The Company maintains a 401(K) profit-sharing plan ("Plan"). Employees become eligible to participate in the Plan after completing nine months of continuous service for the Company. The Company, at its discretion, can make a contribution not exceeding 5% of the employees' salaries. For the years ended September 30, 2003 and 2002 the contribution expense was approximately \$38,500 and \$37,000, respectively.

Exhibit C



AMPER, POLITZINER & MATTIA P.A.
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and CONSULTANTS

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Independent Auditors' Report

Board of Directors
PITTRA G. B. International, Inc.

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In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of PITTRA G. B. International, Inc. as of September 30, 2004 and 2003, and the results of its operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Amper, Politziner & Mattia P.A.

AMPER, POLITZINER & MATTIA P.A.

December 22, 2004
Wall, New Jersey

EXHIBIT C

PITTRA G. B. INTERNATIONAL, INC.
 Statements of Income and Retained Earnings
 For the Years Ended September 30, 2004 and 2003

	<u>2004</u>	<u>2003</u>
Sales		
Direct	\$49,785,362	\$32,154,064
Brokered	<u>5,735,179</u>	<u>11,793,765</u>
Total sales	<u>55,520,541</u>	<u>43,947,829</u>
Cost of sales		
Direct	47,416,789	29,911,183
Brokered	<u>5,527,316</u>	<u>11,218,760</u>
Total cost of sales	<u>52,944,105</u>	<u>41,129,943</u>
Operating income	2,576,436	2,817,886
Selling, general, and administrative expenses	<u>2,551,897</u>	<u>2,803,015</u>
Income before provision for taxes	24,539	14,871
Provision for taxes on income	<u>1,690</u>	<u>2,347</u>
Net income	22,849	12,524
Retained earnings - beginning	<u>221,917</u>	<u>209,393</u>
Retained earnings - ending	<u>\$244,766</u>	<u>\$221,917</u>

PITTRA G. B. INTERNATIONAL, INC.

Statement of Cash Flows

For the Years Ended September 30, 2004 and 2003

	<u>2004</u>	<u>2003</u>
Cash flows from operating activities:		
Net income	<u>\$22,849</u>	<u>\$12,524</u>
Adjustments to reconcile net income to net cash from operating activities		
Depreciation and amortization	50,434	287,956
Decrease (increase) in:		
Accounts receivable	(1,386,830)	(191,344)
Inventory	(475,535)	926,520
Prepaid expenses and other current assets	(9,145)	76,327
Increase (decrease) in:		
Accounts payable	70,960	(2,440,614)
Accrued expenses	<u>(194,142)</u>	<u>(237,087)</u>
Total adjustments	<u>(1,944,258)</u>	<u>(1,578,242)</u>
Cash flow (used in) operations	<u>(1,921,409)</u>	<u>(1,565,718)</u>
Cash flows from investing activities:		
Acquisition of furniture and equipment	0	(25,360)
Cash flows (used in) investing activities	<u>0</u>	<u>(25,360)</u>
Cash flows from financing activities:		
Net increase in credit lines payable	1,011,361	1,110,943
Proceeds of long-term borrowings	500,000	
Repayment of long-term borrowings	(27,991)	
Contributions to additional paid in capital	<u>500,000</u>	<u>300,000</u>
Cash flows provided by financing activities	<u>1,983,370</u>	<u>1,410,943</u>
Net change in cash	61,961	(180,135)
Cash - beginning	<u>24,237</u>	<u>204,372</u>
Cash - ending	<u>\$86,198</u>	<u>\$24,237</u>
Supplemental disclosures of cash paid:		
Interest	<u>\$158,259</u>	<u>\$136,879</u>

PITTRA G. B. INTERNATIONAL, INC.

Notes to Financial Statements

Note 1 Organization

The company was incorporated in October 2001 to acquire the net assets of G.B. International, Inc. and simultaneously acquire accounts receivable, inventory and the goodwill of the PITTRA division of Camerican International, Inc.

In connection with the acquisitions, the amounts paid in excess of the net book value have been recorded as goodwill.

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Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

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Notes to Financial Statements

Note 2 Inventory

Inventory, consisting primarily of fruit juice concentrates, is stated at the lower or cost (determined on a specific identity basis) or market.

Furniture and Equipment

Furniture and equipment are stated at cost, less accumulated depreciation. Depreciation is provided over the estimated useful lives of the assets as follows:

Equipment	Declining balance	5 year estimated useful life
Furniture	Declining balance	5 -10 year estimated useful life

Note 3 Concentration of Cash Balances

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and equivalents.

Note 4 Prepaid Expense and Other Current Assets

	<u>2004</u>	<u>2003</u>
Prepaid insurance	\$32,031	\$21,186
Prepaid - miscellaneous	<u>4,750</u>	<u>5,450</u>
Total	<u>\$36,781</u>	<u>\$27,636</u>

PITTRA G. B. INTERNATIONAL, INC.
Notes to Financial Statements

Note 5 Furniture and equipment

	<u>2004</u>	<u>2003</u>
Equipment	\$67,409	\$67,409
Furniture	<u>8,750</u>	<u>8,750</u>
Total	76,159	76,159
Accumulated depreciation	<u>22,466</u>	<u>19,316</u>
Net furniture and equipment	<u>\$53,693</u>	<u>\$56,843</u>

Note 6 Credit line payable

The Company maintains a credit line facility with a credit line of \$3,750,000. Borrowings on the credit line are based on 80% of the eligible accounts receivable.

The credit line bears interest at the London Interbank Offering Rate (LIBOR) plus 3.15%. The term of the credit facility is one year. The credit facility is secured by all assets of the Company and is personally guaranteed by the stockholders of the Company.

Note 7 Long term debt

In June 2004 the Company entered into a term loan for \$500,000 payable over a period of three years. Payments are made in equal monthly installments of principle plus interest at the London Interbank Offering Rate (LIBOR) plus 3.15%. The term loan is from the same financial institution as the credit line referred to in Note 6 and is secured with the same collateral as the credit facility.

PITTRA G. B. INTERNATIONAL, INC.
Notes to Financial Statements

Note 8 Operating leases

The Company leases office space at a monthly rate of approximately \$3,770 plus certain expenses. The lease is for a term of five years and expires on December 31, 2008.

The Company has other operating leases for transportation vehicles and office equipment. The lease expenses in connection with these operating leases were approximately \$52,000 for the year ended September 30, 2004. These leases expire at various times through June 2005.

Note 9 Income Taxes

The provision for income taxes differs from the amount expected using statutory rates because of permanent differences (officers's life insurance, entertainment expenses, etc.), state taxes, and other timing differences.

Note 10 Commitments

As of September 20, 2004 the Company had no open letters of credit.

Note 11 Retirement Plan

The Company maintains a 401(K) profit-sharing plan ("Plan"). Employees become eligible to participate in the Plan after completing nine months of continuous service for the Company. The Company, at its discretion, can make a contribution not exceeding 5% of the employees' salaries. For the years ended September 30, 2004 and 2003 the contribution expense was approximately \$37,600 and \$38,500, respectively.

Exhibit D



AMPER, POLITZINER & MATTIA P.A.
CERTIFIED PUBLIC ACCOUNTANTS
and CONSULTANTS

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Independent Auditors' Report

Board of Directors
PITTRA G. B. International, Inc.

We have audited the accompanying balance sheets of PITTRA G. B. International, Inc. as of September 30, 2005 and 2004, and the related statements of income and retained earnings, and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of PITTRA G. B. International, Inc. as of September 30, 2005 and 2004, and the results of its operations and cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Amper, Politziner & Mattia P.A.

AMPER, POLITZINER & MATTIA P.A.

December 16, 2005
Wall, New Jersey

MEMBERS OF AICPA DIVISION FOR CPA FIRMS - SEC AND PRIVATE COMPANIES PRACTICE SECTIONS

EXHIBIT D

PITTRA G. B. INTERNATIONAL, INC.

Balance Sheet

September 30, 2005 and 2004

	<u>2005</u>	<u>2004</u>
Current assets:		
Cash	\$90,178	\$86,198
Accounts receivable		
Direct sales	9,346,248	6,696,242
Indirect sales	152,190	209,834
Other accounts receivable	214,871	262,896
Inventory	728,190	967,298
Prepaid expenses	<u>44,189</u>	<u>36,781</u>
Total current assets	10,575,866	8,259,249
Equipment	43,459	53,693
Goodwill	<u>500,000</u>	<u>500,000</u>
Total assets	<u>\$11,119,325</u>	<u>\$8,812,942</u>
Current liabilities:		
Credit line payable	\$3,748,948	\$3,747,688
Current maturity of long term debt	166,667	166,667
Accounts payable	2,780,676	1,369,643
Accrued expenses	<u>783,271</u>	<u>381,903</u>
Total current liabilities	7,479,562	5,665,901
Long term debt, less current maturities	42,621	305,342
Subordinated loans	<u>542,748</u>	<u>542,748</u>
Total liabilities	<u>8,064,931</u>	<u>6,513,991</u>
Stockholder equity		
Capital stock	15,000	15,000
Additional paid in capital	2,739,185	2,039,185
Retained earnings	<u>300,209</u>	<u>244,766</u>
Total stockholder equity	<u>3,054,394</u>	<u>2,298,951</u>
Total liabilities and equity	<u>\$11,119,325</u>	<u>\$8,812,942</u>

PITTRA G. B. INTERNATIONAL, INC.
Statements of Income and Retained Earnings
For the Years Ended September 30, 2005 and 2004

	<u>2005</u>	<u>2004</u>
Sales		
Direct		
Brokered	\$53,987,193	\$49,785,362
	<u>1,987,204</u>	<u>5,735,179</u>
Total sales	<u>55,974,397</u>	<u>55,520,541</u>
Cost of sales		
Direct		
Brokered	50,812,746	47,416,789
	<u>1,907,723</u>	<u>5,527,316</u>
Total cost of sales	<u>52,720,469</u>	<u>52,944,105</u>
Operating income	3,253,928	2,576,436
Selling, general, and administrative expenses	<u>3,196,383</u>	<u>2,551,897</u>
Income before provision for taxes	57,545	24,539
Provision for taxes on income	<u>2,102</u>	<u>1,690</u>
Net income	55,443	22,849
Retained earnings - beginning	<u>244,766</u>	<u>221,917</u>
Retained earnings - ending	<u>\$300,209</u>	<u>\$244,766</u>

P.L.L. IRA G. B. INTERNATIONAL, INC.

Statement of Cash Flows

For the Years Ended September 30, 2005 and 2004

	<u>2004</u>	<u>2003</u>
Cash flows from operating activities:		
Net income	<u>\$55,443</u>	<u>\$22,849</u>
Adjustments to reconcile net income to net cash from operating activities		
Depreciation and amortization	10,234	50,434
Decrease (increase) in:		
Accounts receivable	(2,544,337)	(1,386,830)
Inventory	239,108	(475,535)
Prepaid expenses and other current assets	(7,408)	(9,145)
Increase (decrease) in:		
Accounts payable	1,411,033	70,960
Accrued expenses	<u>401,368</u>	<u>(194,142)</u>
Total adjustments	<u>(490,002)</u>	<u>(1,944,258)</u>
Cash flow (used in) operations	<u>(434,559)</u>	<u>(1,921,409)</u>
Cash flows from financing activities:		
Net increase in credit lines payable	1,260	1,011,361
Proceeds of long-term borrowings	0	500,000
Repayment of long-term borrowings	(262,721)	(27,991)
Contributions to additional paid in capital	<u>700,000</u>	<u>500,000</u>
Cash flows provided by financing activities	<u>438,539</u>	<u>1,983,370</u>
Net change in cash	3,980	61,961
Cash - beginning	<u>86,198</u>	<u>24,237</u>
Cash - ending	<u>\$90,178</u>	<u>\$86,198</u>
Supplemental disclosures of cash paid:		
Interest	<u>\$243,776</u>	<u>\$158,259</u>

PITTRA G. B. INTERNATIONAL, INC.
Notes to Financial Statements

Note 1. Organization

The company was incorporated in October 2001 to acquire the net assets of G.B. International, Inc. and simultaneously acquire accounts receivable, inventory and the goodwill of the PITTRA division of Camerican International, Inc.

In connection with the acquisitions, the amounts paid in excess of the net book value have been recorded as goodwill.

Note 2 Summary of significant accounting policies

Operations

PITTRA G.B. International, Inc. (the "Company") is an importer and distributor of fruit juice concentrates. The company imports the concentrates from countries in Europe, Asia, Africa, and South America. Distribution of the concentrates is principally to companies located throughout the United States. Credit is granted to substantially all customers, the majority of whom are in the juice industry.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

Revenue is recognized upon shipment to customers.

PIITRA G. B. INTERNATIONAL, INC.
Notes to Financial Statements

Note 2 Inventory

Inventory, consisting primarily of fruit juice concentrates, is stated at the lower of cost (determined on a specific identity basis) or market.

Furniture and Equipment

Furniture and equipment are stated at cost, less accumulated depreciation. Depreciation is provided over the estimated useful lives of the assets as follows:

Equipment	Declining balance	5 year estimated useful life
Furniture	Declining balance	5 -10 year estimated useful life

Note 3 Concentration of Cash Balances

The Company maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts. The Company believes it is not exposed to any significant credit risk on cash and equivalents.

Note 4 Prepaid Expense and Other Current Assets

	<u>2005</u>	<u>2004</u>
Prepaid insurance	\$36,901	\$32,031
Prepaid - miscellaneous	<u>7,288</u>	<u>4,750</u>
Total	<u>\$44,189</u>	<u>\$36,781</u>

PITTRA G. B. INTERNATIONAL, INC.
Notes to Financial Statements

Note 5 Furniture and equipment

	2005	2004
Equipment	\$67,409	\$67,409
Furniture	<u>8,750</u>	<u>8,750</u>
Total	76,159	76,159
Accumulated depreciation	<u>32,700</u>	<u>22,466</u>
Net furniture and equipment	<u>\$43,459</u>	<u>\$53,693</u>

Note 6 Credit line payable

The Company maintains a credit line facility with a credit line of \$3,750,000. Borrowings on the credit line are based on 80% of the eligible accounts receivable.

The credit line bears interest at the London Interbank Offering Rate (LIBOR) plus 3.15%. The term of the credit facility is one year. The credit facility is secured by all assets of the Company and is personally guaranteed by the stockholders of the Company.

Note 7 Long term debt

In June 2004 the Company entered into a term loan for \$500,000 payable over a period of three years. Payments are made in equal monthly installments of principle plus interest at the London Interbank Offering Rate (LIBOR) plus 3.15%. The term loan is from the same financial institution as the credit line referred to in Note 6 and is secured with the same collateral as the credit facility.

PITTRA G. B. INTERNATIONAL, INC.
Notes to Financial Statements

Note 8 Operating leases

The Company leases office space at a monthly rate of approximately \$3,770 plus certain expenses. The lease is for a term of five years and expires on December 31, 2008.

Note 9 Income Taxes

The provision for income taxes differs from the amount expected using statutory rates because of permanent differences (officers's life insurance, entertainment expenses, etc.), state taxes, and other timing differences.

Note 10 Commitments

As of September 20, 2005 the Company had no open letters of credit.

Note 11 Retirement Plan

The Company maintains a 401(K) profit-sharing plan ("Plan"). Employees become eligible to participate in the Plan after completing nine months of continuous service for the Company. The Company, at its discretion, can make a contribution not exceeding 5% of the employees' salaries. For the years ended September 30, 2005 and 2004 the contribution expense was approximately \$40,100 and \$37,600, respectively.